

**First
Security
Bank**

RECORDATION NO. 10311-B FILED 1435

AUG 16 1989 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

July 17, 1989

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423
Attention: Mildred Lee - Room 2303

9-228A015

Dear Ms. Lee:

Please find enclosed one original and one notarized copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document, which is a secondary document, is an Assignment and Assumption Agreement ("Assignment") dated September 1, 1988, and effective February 29, 1988. The primary documents to which this Assignment is related are recorded under Recordation Number 10311-A.

I hereby request cross-indexing as the enclosed document is an assignment of a Lease of Equipment previously recorded.

A description of the equipment is as follows:

AUG 16 11 29 AM '89
MOTOR OPERATING UNIT

Twenty-one (21) Reconstructed 1500 H.P. Diesel
Electric Locomotives. AAR Mechanical
Designation: GP-7. Reconstruction
Specifications: 79-GP-01. Road Numbers:
4466-4486 (Both Inclusive).

Nine (9) Reconstructed 1750 H.P. Diesel
Electric Locomotives. AAR Mechanical
Designation: GP-9. Reconstruction
Specifications: 79-GP-01. Road numbers:
4537-4545 (Both Inclusive).

The parties to the Assignment are as follows:

(1) as Assignor:

First Security Bank of Idaho, N.A.
119 North 9th Street
Boise, Idaho 83730

Mildred Lee
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(2) as Assignee:

First Security Leasing Company of Nevada
c/o First Security Leasing Company
381 East Broadway
2nd Floor
Salt Lake City, Utah 84111

A fee of \$13.00 is enclosed. Please return the original with the new recordation information to First Security Leasing Company of Nevada, c/o First Security Leasing Company, 381 East Broadway, 2nd Floor, Salt Lake City, Utah 84111, Attention: General Counsel.

A short summary of the document to appear in the index follows:

Assignment of all right, title and interest in and to the Lease of Equipment and all documents related thereto with Recordation Number 10311-A covering twenty-one (21) Reconstructed 1500 H.P. Diesel Locomotives. AAR Mechanical Designation: GP-7. Reconstruction Specifications: 79-GP-01. Road Numbers: 4466-4486 (Both Inclusive); and nine (9) Reconstructed 1750 H.P. Diesel Electric Locomotives. AAR Mechanical Designation: GP-9. Reconstruction Specifications: 79-GP-01. Road Numbers: 4537-4545 (Both Inclusive).

Thank you for your assistance. If you have any questions, please feel free to call Mark Allen at (801) 350-3045.

Very truly yours,

FIRST SECURITY BANK OF IDAHO, N.A.



C. S. Cummings
Authorized Representative

enclosures

cc: Mark Allen
First Security Leasing Company
381 East Broadway
2nd Floor
Salt Lake City, Utah 84111

REGISTRATION NO. 10311-B FILED 1483

AUG 16 1989 - 11 35 AM

ASSIGNMENT AND ASSUMPTION AGREEMENT
INTERSTATE COMMERCE COMMISSION

This Assignment and Assumption Agreement, executed this 1st day of September, 1988 and effective February 29, 1988, is by and between First Security Bank of Idaho, N.A. (hereinafter "Assignor") and First Security Leasing Company of Nevada (hereinafter "Assignee").

W I T N E S S E T H:

Assignor hereby grants, transfers, assigns and delegates to Assignee, effective February 29, 1988, all of its right, title, interest and obligations in and to or with respect to that certain Trust Agreement dated as of January 31, 1979 and that certain First Amended Trust Agreement dated as of March 15, 1979 (the "Trust Agreement") between Assignor and First National Bank of Minneapolis as Owners ("Owners") and First Security Bank of Utah, N.A. (successor to First National Bank and Trust Company of Evanston) as Owner Trustee ("Owner Trustee"), that certain Estate Percentage (as defined in the Trust Agreement), and that certain Participation Agreement dated as of March 15, 1979, ("Participation Agreement") among Chicago and North Western Transportation Company as Lessee, Owners, Owner Trustee, Continental Illinois National Bank and Trust Company of Chicago as Security Trustee, and the Note Purchasers named in Appendix I thereto, and any other documents relating to such Trust Agreement, Estate Percentage or Participation Agreement to which Assignor is a party and which are now in effect, together with any rents or payments received thereunder or any increases in said rents or payments, to wit: CNW Trust 1979-1, lease of ten (10) reconstructed locomotives pursuant to that certain Lease of Railroad Equipment dated as of March 15, 1979 between Owner Trustee as Lessor and Chicago and North Western Transportation Company as Lessee.

Assignee hereby confirms that it shall be deemed a party to the Trust Agreement and the Participation Agreement and shall be bound by all of the terms of and undertake all of the obligations of Assignor under the Trust Agreement and the Participation Agreement and any other documents relating thereto to which Assignor is a party and which are now in effect.

This Assignment and Assumption Agreement shall inure to the benefit of the successors and assigns of Assignee and shall bind Assignee's legal representatives, successors and assigns.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment and Assumption Agreement on the day and year first above written.

ASSIGNOR: First Security Bank of Idaho, N.A.

By: E. S. Cunningham
Its: Authorized Representative

ASSIGNEE: First Security Leasing Company of Nevada

By: Charles H. McDaniel
Its: President

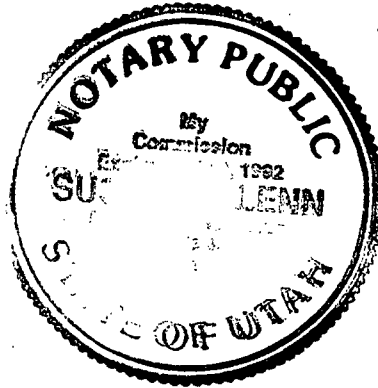
STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

I, Susan T. Glenn, Notary Public for the State of Utah, County of Salt Lake, certify that the attached copy is a true and correct copy of the original document.

Susan T. Glenn
Notary Public
Residing At: Salt Lake

My Commission Expires:

9-2-92



Interstate Commerce Commission
Washington, D.C. 20423

8/17/89

OFFICE OF THE SECRETARY

First Security Bank Of Idaho N.A.
P.O.Box 7069
Boise, Idaho 83730-1069

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/17/89 at 11:35am, and assigned recordation number(s). 10311-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)